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LOUIS G. RECHER  
Assistant General Counsel

January 26, 1995

Vernon A. Williams, Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

RECORDATION NO. 13240-K FILED 1-28

FEB 3 - 1995 - 4 45 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of CSX Transportation, Inc. ("CSXT"), enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four (4) counterparts of a Supplement, dated as of January 18, 1995, executed by CSXT (successor to Seaboard Coast Line Railroad Company), to a Leasing Agreement, dated as of September 18, 1981, between Lloyds International Leasing Limited, as Lessor, and CSXT, as Lessee. The Leasing Agreement was filed with the Interstate Commerce Commission on September 18, 1981, and assigned Recordation No. 13240.

The names and addresses of the parties are as follows:

Lessor: Lloyds International Leasing Limited  
Great Surrey House  
203 Blackfriars Road  
London SE1 8NH  
England

CSXT: CSX Transportation, Inc.  
500 Water Street  
Jacksonville, Florida 32202

Enclosed is a check in the amount of \$18.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the Agreement not needed for your files, together with a time-stamped copy of this letter of transmittal (which is attached for your convenience), the fee receipt and a copy of the letter from the Interstate Commerce Commission acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

LGR/dlf

Copy - John C. Eccleston

RECORDATION NO. 13240-R FILED 1423

SUPPLEMENT

FEB 3 - 1995 - 4 45 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT, made this 18th day of January, 1995, to Leasing Agreement dated as of September 18, 1981, between Lloyds International Leasing Limited ("Lessor") and CSX Transportation, Inc. ("Lessee"), successor corporation to Seaboard Coast Line Railroad Company.

WHEREAS, Lessor and Lessee have entered into the above-mentioned Leasing Agreement, which was filed with the Interstate Commerce Commission on September 18, 1981, and assigned Recordation Number 13240; and

WHEREAS, two railroad cars bearing road numbers CO 23294 and CSXT 161186, which were subject to said Leasing Agreement, were destroyed and declared casualties; and

WHEREAS, the Lessor and Lessee desire to include additional equipment in substitution for the destroyed equipment;

NOW, THEREFORE, the Lessor and Lessee do hereby agree that two railroad cars bearing road numbers CO 23014 and BO 409986, which have been sold by the Lessee to the Lessor pursuant to a Bill of Sale which is attached hereto as Exhibit "A", shall be leased by the Lessor to the Lessee in accordance with the terms and conditions of the Leasing Agreement dated as of September 18, 1981.

IN WITNESS WHEREAS, the Lessee has executed this instrument as of the date first above written.

CSX Transportation, Inc.

By:   
Assistant Treasurer

ATTEST:

  
Secretary

[Corporate Seal]

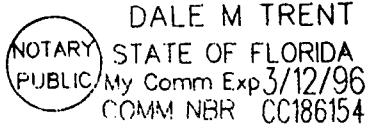
STATE OF FLORIDA )

COUNTY OF DUVAL )

ss:

[2]

On this 18th day of January, 1995, before me personally appeared John C. Eccleston, to me personally known, who being by me duly sworn, says, that he is an Assistant Treasurer of CSX Trans-plantation, Inc.; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

Dale M. Trent  
Notary Public

My commission expires:

3/12/96

Exhibit A

BILL OF SALE

To Purchaser: Lloyds International Leasing Limited  
Great Surrey House  
203 Blackfriars Road  
London SE1 8NH  
England

CSX Transportation, Inc. ("Seller"), in consideration of the payment of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, sells and transfers to you, as purchaser named above, all of Seller's right, title and interest in and to two railroad cars bearing road numbers CO 23014 and BO 409986 (the "Equipment"), to have and to hold the same unto you, your successors and assigns forever.

Warranties

The Seller warrants that the Seller has not done, or knowingly suffered to be done, anything whereby the Equipment has been encumbered in any way whatsoever.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed in its name by a duly authorized representative, this 18th day of January, 1995.

CSX Transportation, Inc.

By   
Assistant Treasurer

[Corporate Seal]

Lloyds7